

IRONWOOD PHARMACEUTICALS INC

Form 8-K

February 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**Current Report Pursuant to**  
**Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):

**February 8, 2012**

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**IRONWOOD PHARMACEUTICALS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34620**  
(Commission File Number)

**04-3404176**  
(IRS Employer  
Identification No.)

**301 Binney Street**  
**Cambridge, Massachusetts**  
(Address of principal  
executive offices)

**02142**  
(Zip code)

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**(617) 621-7722**

(Registrant's telephone number,

including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On February 8, 2012, Ironwood Pharmaceuticals, Inc. (the Company ) announced that it has commenced a public offering of 5,250,000 shares of its Class A common stock, \$0.001 par value per share (the Offering ). In connection with this Offering, the Company will grant the underwriters a 30-day option to purchase additional shares of Class A common stock equal to up to 15% of the number of shares of Class A common stock sold in the Offering. J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated are acting as joint bookrunning managers of the offering.

On February 8, 2012, the Company issued a press release announcing the Offering. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.	Description
99.1	Press Release dated February 8, 2012, announcing offering of Class A common stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IRONWOOD PHARMACEUTICALS, INC.

Dated: February 8, 2012

By:

/s/ Halley E. Gilbert

Name: Halley E. Gilbert

Title: Vice President, Legal Affairs and General  
Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated February 8, 2012, announcing offering of Class A common stock.